

BEFORE THE AMERICAN ARBITRATION ASSOCIATION

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| JOEL T. GLUCK, | AAA No. 19 435 00120 10 |
| Claimant, | |
| v. | |
| BEACON ASSOCIATES LLC II et al., | |
| Respondents. | |

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 DOCUMENT
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~~PROPOSED~~ ORDER AND FINAL JUDGMENT GRANTING
 PLAINTIFFS' CLASS COUNSELS' MOTION FOR
REIMBURSEMENT OF EXPENSES

09-CV-777
 09-CV-3907 (cm)

This matter came before the Court for a hearing which was held on March 15, 2013 (the "Fairness Hearing"), pursuant to the Order of this Court entered on November 30, 2012, on the Motion of Private Plaintiffs' Counsel ("Moving Counsel"), for reimbursement of their costs and expenses incurred as a result of the representation of the Settlement Class Members.

The Preliminary Approval Order preliminarily certified the Settlement Classes, preliminarily approved the proposed Settlement, directed individual notice be provided to the Settlement Class Members, and provided Settlement Class Members with an opportunity to object to, *inter alia*, the Motion for Reimbursement of Expenses, and to be heard concerning such objections.

Notice has been provided to Settlement Class Members in accordance with the Preliminary Approval Order, as evidenced by the Affidavit of Jason Zuena of the Garden City Group, Inc. in Support of Plaintiffs' Motion for Final Approval concerning Notice by mailing.

The Notice disseminated to Settlement Class Members disclosed the maximum amount of expenses that would be requested by Moving Counsel, including up to \$2.25 million in expenses incurred in connection with the litigation and settlement administration.

Pursuant to the Preliminary Approval Order and as set forth in the Notice, any objections to the Motion for Reimbursement of Expenses were to be filed and served by January 30, 2013.

The Court, having considered all matters submitted to it at the Fairness Hearing and otherwise,

IT IS HEREBY ORDERED, ADJUDGED AND DECREED as follows:

1. Unless otherwise defined herein, all capitalized terms used herein have the meanings as set forth and defined in the Stipulation of Settlement dated as of November 13, 2012 (the "Stipulation"), including all amendments or supplements thereto.
2. This Court has jurisdiction over the subject matter of the Motion for Reimbursement of Expenses and all matters relating thereto, including jurisdiction over all Settling Parties in the Federal Actions and Settlement Class Members.
3. Due, adequate and the best practicable notice of the maximum expenses on which Moving Counsel would request reimbursement was directed to all persons who were reasonably identifiable as Settlement Class Members, advising them of their right to object thereto.
4. Moving Counsel are hereby awarded reimbursement of out-of-pocket costs and expenses that were reasonably and necessarily incurred in prosecuting the Settling Actions and obtaining the Settlement, plus interest at the same rate as earned by the Gross Settlement Fund, which shall be paid out of the Gross Settlement Fund. The award of expenses shall be allocated among Moving Counsel in accordance with the expenses they incurred, and include the expenses incurred in connection with the Plan of Allocation and settlement administration. They are as follows:

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| Expenses approved in May 9 th Order: | \$1,213,292.58 |
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| Expenses incurred by all Counsel between 12/1/12 and 1/31/13: | \$28,971.06 |
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| Expenses incurred by Lowey Dannenberg Cohen & Hart, P.C. between 2/1/13 and 5/15/2013: | \$29,947.17 |
| Current Fees/Expenses of The Brattle Group | \$105,818.19 |
| Prior Fees/Expenses of The Brattle Group Paid from the Expense Fund | \$94,752.46 |
| Current Fees/Expenses of Garden City Group | \$102,779.89 |
| Prior Fees/Expenses of Garden City Group Paid from the Expense Fund | \$145,549.85 |
| Total | \$1,721,111.20 |

5. In making this award of expenses, the Court has considered and found that the amount of expenses to be reimbursed is fair, reasonable and appropriate and consistent with the awards in similar cases.

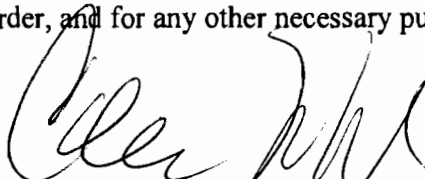
6. The Court is entering, or has entered a separate final Judgment regarding the Stipulation, which approves the Settlement and concludes further litigation on the merits of the claims addressed therein, barring a reversal on appeal.

7. The Court also finds and declares, in accordance with the Declaratory Judgment Act (28 U.S.C. §§ 2201-2202), that: (i) the Notice and hearing regarding Moving Counsel's Motion for Reimbursement of Expenses was fair, adequate, reasonable, and consistent with this Court's prior Preliminary Approval Order, and (ii) the expense reimbursement is fair, adequate and reasonable.

8. In the event that the Stipulation is terminated or the Effective Date does not occur in accordance with the terms of the Stipulation, this Order shall be null and void, of no further force or effect, and without prejudice to any Settling Party, and may not be introduced as evidence or used in any actions or proceedings by any Person against the Settling Parties.

9. The Court has, and retains and reserves, jurisdiction over all matters relating to the Motion for Reimbursement of Expenses, this Order, and for any other necessary purpose.

SIGNED: This 28 day of May, 2013


Honorable Colleen McMahon
UNITED STATES DISTRICT JUDGE